

N98000003339

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

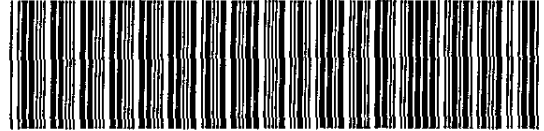
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01/13/03--01066--014 **70.00

EFFECTIVE DATE
12-31-02

Merger

01/13/03

Dc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 DEC 24 PM 4:33

ARTICLES OF MERGER
Merger Sheet

MERGING:

PLACE OF HOPE HOLDINGS, INC., a Florida corporation, #N99000005987

PLACE OF HOPE FOUNDATION, INC., a Florida corporation, #N99000005989

INTO

PLACE OF HOPE, INC., a Florida entity, N98000003339

File date: December 24, 2002, effective December 31, 2002

Corporate Specialist: Darlene Connell

FOSTER & FUCHS, P.A.
ATTORNEYS AT LAW

501 SOUTH FLAGLER DRIVE
FLAGLER CENTER SUITE 305
WEST PALM BEACH, FLORIDA 33401

JOHN FENN FOSTER
LANCE C. FUCHS

TELEPHONE (561) 832-5070
FACSIMILE (561) 832-9060

ROBERT McK. FOSTER(1922-1998)
ROBERT M. FOSTER (1893-1958)

E MAIL: jfoster@fosterfuchs.com

January 9, 2003

Amendment Section
Division of Corporations
ATTN: Darlene Connell
P.O. Box 6327
Tallahassee, FL 32314

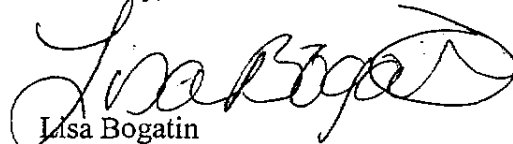
RE: Place of Hope, Inc., a Florida Not-for-Profit Corporation – Surviving Corporation

Dear Darlene:

Per our telephone conference today, enclosed please find our firm check in the amount of \$70.00. Said amount is the additional filing fee for the above referenced corporation. I really appreciate the fact that you called and asked for the additional monies rather than sending the package back to our office.

Again, thank you and Happy New Year.

Sincerely,



Lisa Bogatin
Secretary to John Fenn Foster, Esq.

JFF/

FOSTER & FUCHS, P.A.
ATTORNEYS AT LAW

501 SOUTH FLAGLER DRIVE
FLAGLER CENTER SUITE 305
WEST PALM BEACH, FLORIDA 33401

JOHN FENN FOSTER
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ROBERT McK. FOSTER (1922-1998)
ROBERT M. FOSTER (1893-1958)

E MAIL: jfoster@fosterfuchs.com

December 23, 2002

VIA FEDEX

Amendment Section
Division of Corporations
STATE OF FLORIDA
409 E. Gaines Street
Tallahassee, FL 32399

RE: Place of Hope, Inc., a Florida Not-for-Profit Corporation – Surviving Corporation

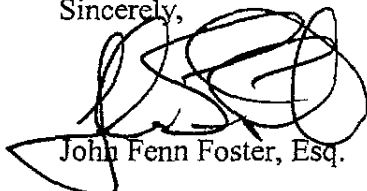
Dear Sir or Madam:

Enclosed please find two (2) duly executed Articles of Merger with the Plan of Merger attached thereto, along with a check in the amount of \$43.75 made payable to the Department of State for the filing fee and certified copy fee.

Please return all correspondence and the certified copy to the undersigned at the address indicated on the letterhead above.

If you have any questions, or require anything further, please call.

Sincerely,



John Fenn Foster, Esq.

JFF/

ARTICLES OF MERGER

(Not for Profit Corporations)

EFFECTIVE DATE
12-31-02

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the **Surviving Corporation** is:

PLACE OF HOPE, INC. A Florida Not For Profit Corporation

Document No.: N98000003339

Second: The name and jurisdiction of each **Merging Corporation** is:

A. PLACE OF HOPE HOLDINGS, INC. A Florida Not For Profit Corporation

Document No.: N99000005987

B. PLACE OF HOPE FOUNDATION, INC. A Florida Not For Profit Corporation

Document No.: N99000005989

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Third: The Plan of Merger is attached hereto and made a part hereof.

Fourth: The merger shall become effective on December 31, 2002.

Fifth: Adoption of Merger by Surviving Corporation. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on December 4, 2002. The number of Directors in office was 6. The vote for the Plan was as follows: 6 For, 0 Against.

Sixth: Adoption of Merger by Merging Corporations. There are no members or members entitled to vote on the Plan of Merger of either Merging Corporation. The Plan of Merger was adopted by the Board of Directors for each Merging Corporation on December 4, 2002. The number of Directors in office for each of the Merging Corporations is 6. The vote for the Plan by each Merging Corporation was as follows: 6 For, 0 Against.

[Signatures Appear on the Next Page]

Surviving Corporation:

PLACE OF HOPE, INC.

By: Thomas D. Mullins
Thomas D. Mullins, As President

Merging Corporations:

PLACE OF HOPE FOUNDATION, INC.

By: Thomas D. Mullins
Thomas D. Mullins, President

PLACE OF HOPE HOLDINGS, INC.

By: Thomas D. Mullins
Thomas D. Mullins, President

PLAN OF MERGER

(Not for Profit Corporations)

The following Plan of Merger is submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1101, Florida Statutes.

First: The name and jurisdiction of the **Surviving Corporation** is:

PLACE OF HOPE, INC. A Florida Not For Profit Corporation

Document No.: N98000003339

Second: The name and jurisdiction of each **Merging Corporation** is:

A. PLACE OF HOPE HOLDINGS, INC. A Florida Not For Profit Corporation

Document No.: N99000005987

B. PLACE OF HOPE FOUNDATION, INC. A Florida Not For Profit Corporation

Document No.: N99000005989

Third: The terms and conditions of the merger are as follows: On the Effective Date, the separate existence of each Merging Corporation shall cease, and the Surviving Corporation shall be fully vested in each Merging Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more fully set forth in section 617.1106, Florida Statutes.

Fourth: There are no changes in the Articles of Incorporation of the Surviving Corporation to be effected by the merger.